

Bristow Group Inc  
Form 8-K  
February 06, 2006

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**FORM 8-K**  
**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of**  
**the Securities Exchange Act of 1934**  
**Date of Report (Date of earliest event reported): February 1, 2006**

**Bristow Group Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-31617**  
(Commission File Number)

**72-0679819**  
(IRS Employer  
Identification No.)

**2000 W. Sam Houston**  
**Parkway South, Suite 1700**  
**Houston, Texas**  
(Address of principal executive offices)

**77042**  
(Zip Code)

Registrant's telephone number, including area code: **(713) 267-7600**  
Former Name or Former Address, if Changed Since Last Report:

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

Item 9.01 Financial Statements and Exhibits

SIGNATURE

EXHIBIT INDEX

Certificate of Ownership and Merger

Press Release dated February 1, 2006

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective February 1, 2006, Offshore Logistics, Inc. (the Company ) merged with one of its wholly owned subsidiaries. In conjunction with this merger, the Certificate of Incorporation of the Company was amended to change the Company s name to Bristow Group Inc. Other than this name change, the Certificate of Incorporation of the Company remains in full force and effect. The Certificate of Ownership and Merger filed with the Delaware Secretary of State in connection with this transaction is filed as Exhibit 3.1 to this Current Report and is incorporated herein by reference.

On February 1, 2006, the Company issued a press release announcing the transaction described above. The press release is filed as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
3.1	Certificate of Ownership and Merger Merging OL Sub, Inc. into Offshore Logistics, Inc., effective February 1, 2006
99.1	Press Release dated February 1, 2006

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 6, 2006

**BRISTOW GROUP INC.**

(Registrant)

By: /s/ Joseph A. Baj

Joseph A. Baj

Vice President, Treasurer and

Secretary

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